

Exhibit III:     BROADVIEW Networks' Articles of Incorporation  
                  See Attached

910605000

INFO.

CERTIFICATE OF INCORPORATION

OF

BRIAR JOY DEVELOPMENT CORPORATION

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED JUN 05 1991

TAX \$

10

BY:

SK

St. Lawrence

FILER:

Thomas J. Lynch, Esq.  
4514 Wilderness Way  
Syracuse, NY 13215

SC 3/10

REFERENCE # LS192-828066

INFO.

BILL

910605000

0000 20620

F910605000194

INFO

CERTIFICATE OF INCORPORATION

OF

BRIAR JOY DEVELOPMENT CORPORATION

Under Section 402 of the Business Corporation Law

IT IS HEREBY CERTIFIED THAT:

(1) The name of the Corporation is:

BRIAR JOY DEVELOPMENT CORPORATION

(2) The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized pursuant to the Business Corporation Law of the State of New York. The Corporation is not to engage in any act or activity requiring any consents or approvals by law without such consent or approval first being obtained.

For the accomplishment of the aforesaid purposes, and in furtherance thereof, the Corporation shall have, and may exercise, all of the powers conferred by the Business Corporation Law upon corporations formed thereunder, subject to any limitations contained in Article 2 of said law or in accordance with the provisions of any other statute of the State of New York.

(3) The number of shares which the Corporation shall have the authority to issue is 200 at no par value.

(4) The principal office of the corporation is to be located in the County of St. Lawrence, State of New York.

(5) The Secretary of State is designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is:

c/o Thomas J. Lynch, Esq.  
4514 Wilderness Way  
Syracuse, NY 13215

The undersigned incorporator is of the age of eighteen years or older.

IN WITNESS WHEREOF, this certificate has been subscribed this 4th day of June, 1991 by the undersigned who affirms that the statements made herein are true under the penalties of perjury.

Joan Terry  
Joan Terry, Incorporator

500 Central Avenue, Albany, NY 12206  
Address

0000 06 19

125000089098

3

RECEIVED

JUN 20 1955

*[Handwritten signature]*  
FILED  
JUN 20 1955  
DEPARTMENT OF STATE

STATE OF NEW YORK

VANGUARD-52

BILLED

*dat*  
*box-6/58*

RECEIVED

JUN 20 8 45 AM '55

CERTIFICATE OF AMENDMENT OF THE  
CERTIFICATE OF INCORPORATION OF  
BRIAR JOY DEVELOPMENT CORPORATION

Return Filing Receipt to:

Rifken, Frankel, Greenman & Kline  
5789 Widewaters Parkway  
Post Office Box 450  
Dewitt, New York 13214-0450

JUN 20 11 45 AM '55

FILED

JUN 20 1 15 PM '55

ATTORNEY

ATTORNEY

THE UNDERSIGNED ATTORNEY ADVISES THAT THE  
IN THE COURTS OF NEW YORK STATE, HAS BEEN COMPLETED  
THE ANNEXED  
HAS BEEN COMPLETED BY ME WITH THE ORIGINAL AND IS A  
TRUE AND COMPLETE COPY THEREOF

PLEASE TAKE NOTE THAT THE WITHIN IS A  
(CERTIFIED) TRUE COPY OF A  
ENTERED IN THE OFFICE OF THE  
COUNTY CLERK ON  
AT  
NEW YORK

125000089098

VANGUARD-52

**CERTIFICATE OF AMENDMENT  
OF THE CERTIFICATE OF INCORPORATION** 695063000023  
**OF BRIAR JOY DEVELOPMENT CORPORATION**  
Under Section 805 of the Business Corporation Law

Pursuant to the provisions of Section 805 of the Business Corporation Law, the undersigned, being the President and Secretary of Briar Joy Development Corporation (the "Corporation"), do hereby certify and set forth:

**FIRST:** The name of the Corporation is Briar Joy Development Corporation.

**SECOND:** The Certificate of Incorporation of the Corporation was filed with the Department of State on June 5, 1991.

**THIRD:** (a) Paragraph 3 of the Certificate of Incorporation relating to the authorization of shares is hereby changed to read as follows:

The number of common shares which the Corporation shall have the authority to issue is 2,500,000 at par value of \$.50 per share.

(b) There are presently 200 shares of no par value common stock authorized, of which 110 shares are issued and outstanding and 90 shares are unissued. The amendment to the Certificate of Incorporation is intended to: (1) change the 110 shares of authorized and issued stock at the rate of 1 to 1 to 110 shares of authorized and issued common stock at \$.50 par value, and to change the 90 shares of authorized and unissued stock at the rate of 1 to 1 to 90 shares of common stock at \$.50 par value; and (2) increase the authorized shares of common stock from 200 to 2,500,000 common stock. As a result of this change, there will be 110 shares of common stock issued and outstanding at \$.50 par value, and 2,499,890 shares authorized and unissued, at \$.50 par value per share.

**FOURTH:** Paragraph 5 of the Certificate of Incorporation relating to the service of process is hereby changed to read as follows:

The Secretary of State is designated as agent of the Corporation upon whom process against it may served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon it is as follows:

Briar Joy Development Corporation  
108 East Washington Street  
Syracuse, New York 13202

**FIFTH:** The following paragraph shall be added to the Certificate of Incorporation as Paragraph 6, as follows:



The directors of the Corporation shall not be personally liable to the Corporation or its shareholders for damages for any breach of duty in such capacity occurring after the adoption of the provisions authorized in this Certificate of Incorporation, provided, however, that the provisions contained herein shall not eliminate or limit such directors' liability if a judgment or other final adjudication adverse to the director establishes that the director's acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of the law, or that the director personally gained in fact a financial profit or other advantage to which the director was not legally entitled, or that the director's acts violated the provisions of Section 719 of the New York Business Corporation Law.

SIXTH: The following paragraph shall be added to the Certificate of Incorporation as Paragraph 7, as follows:

The Corporation shall, to the fullest extent permitted by Article 7 of the Business Corporation Law of the State of New York, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said Article from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said Article, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which any person may be entitled under any By-Law, resolution of shareholders, resolution of directors, agreement, or otherwise, as permitted by said Article, as to action in any capacity in which he served at the request of the Corporation.

SEVENTH: The foregoing amendment was authorized by unanimous vote of the Board of Directors of the Corporation, followed by a vote of the holders of a majority of all the outstanding shares entitled to vote at a meeting of the shareholders, which was held on May 3, 1995.

IN WITNESS WHEREOF, this Certificate of Amendment of the Certificate of Incorporation has been subscribed this 27th day of June, 1995, by the undersigned who affirm that the statements made herein are true under the penalties of perjury.

  
Frank S. Caruso, Jr., President

  
Frank S. Caruso, Sr., Secretary

F970820000296

CERTIFICATE OF AMENDMENT OF THE  
CERTIFICATE OF INCORPORATION OF  
BRIAR JOY DEVELOPMENT CORPORATION

STATE OF NEW YORK  
DEPARTMENT OF STATE  
FILED AUG 20 1997  
TAX S 0  
BY: JAH  
*St. Lawrence*

RECEIVED  
AUG 20 10 03 AM '97  
VANGUARD-52

BILLED

Filer: Rifken, Frankel & Greenman, P.C.  
5789 Widewaters Parkway  
DeWitt, New York 13214-2811  
Telephone: (315) 449-0737

3

970820000302

F970820000296

CERTIFICATE OF AMENDMENT OF THE  
CERTIFICATE OF INCORPORATION OF  
BRIAR JOY DEVELOPMENT CORPORATION

VANGUARD-52

Under Section 805 of the Business Corporation Law

Pursuant to the provisions of Section 905 of the Business Corporation Law, the undersigned, being the President and Secretary of Briar Joy Development Corporation (the "Corporation"), do hereby certify and set forth:

FIRST: The name of the Corporation is Briar Joy Development Corporation.

SECOND: The Certificate of Incorporation of the Corporation was filed with the Department of State on June 5, 1991.

THIRD: Paragraph 3 of the Certificate of Incorporation relating to the authorization of shares is hereby changed to read as follows:

The number of common shares which the Corporation shall have the authority to issue is 2,500,000 at \$0.10 par value per share.

FOURTH: There are presently 2,500,000 shares of stock at \$0.0 par value common stock authorized, of which 1,429,858 shares have been issued and outstanding and 1,070,144 shares remain unissued. The Amendment to the Certificate of Incorporation is intended to provide 1,429,858 shares issued and outstanding at \$0.50 par value per share to be changed into 1,429,858 shares issued and outstanding at \$0.10 par value per share at the rate, of 1:1; and there will be 1,070,144 shares unissued at \$0.50 par value per share that will be changed into 1,070,144 shares unissued at \$0.10 par value per share at the rate of 1:1.

FIFTH: The above and foregoing amendment to the Certificate of Incorporation was authorized by unanimous vote of the Board of Directors of the Corporation, followed by a majority vote of the holders of a majority of all the outstanding shares entitled to vote therein at a meeting of the shareholders held on the 13<sup>th</sup> day of August, 1997.



IN WITNESS WHEREOF, this Certificate of Change of the Certificate of Incorporation has  
been subscribed this 19 day of August, 1997, by the undersigned who affirm that the  
statements made herein are true under the penalties of perjury.

  
Frank S. Caruso, Jr., President

  
Andrea Osborne, Secretary

F 971002000358

CERTIFICATE OF MERGER OF  
S C C TELECOMMUNICATIONS, INC.  
INTO  
BRIAR JOY DEVELOPMENT CORPORATION

UNDER SECTION 904 OF THE BUSINESS CORPORATION LAW

STATE OF NEW YORK  
DEPARTMENT OF STATE  
FILED OCT 02 1997  
TAX \$ 0  
BY: JW  
ST LAWRENCE

Filer:

Rifken, Frankel & Greenman, P.C.  
5789 Widewaters Parkway  
DeWitt, New York- 13214-2811  
Telephone: (315) 449-0737

VANGUARD-52

BILLED

3

971002000387

RECEIVED

OCT 1 12 03 PM '97

FILED

OCT 2 11 58 AM '97

RECEIVED

OCT 2 10 11 AM '97

971002000358

CERTIFICATE OF MERGER  
OF  
SCC TELECOMMUNICATIONS, INC.

INTO  
BRIAR JOY DEVELOPMENT CORPORATION

VANGUARD-52

UNDER SECTION 004 OF THE BUSINESS CORPORATION LAW

The undersigned, being the President and the Secretary, respectively, of SCC Telecommunications, Inc., and being the President and the Secretary of Briar Joy Development Corporation, both corporations being domestic corporations organized and existing under and by virtue of the laws of the State of New York, and a plan of merger having been adopted by the Board of Directors of each constituent corporation, do hereby certify:

(1) The name of each constituent corporation is as follows:

SCC Telecommunications, Inc.  
Briar Joy Development Corporation

(2) The surviving corporation is Briar Joy Development Corporation, which shall as of the effective date of the merger change its corporate name to "SCC Telecommunications, Inc."

(3) The designation, number, and voting rights of the outstanding shares of each constituent corporation are as follows:

- a) SCC Telecommunications, Inc. has 1,000 shares of capital stock outstanding all of which is common stock and fully entitled to vote.
- b) Briar Joy Development Corporation has 1,839,856 shares of capital stock outstanding all of which is common stock and fully entitled to vote.

(4) The date when the Certificate of Incorporation of SCC Telecommunications, Inc. was filed by the Department of State is the 26<sup>th</sup> day of August, 1997.

The date when the Certificate of Incorporation of Briar Joy Development Corporation was filed by the Department of State is the 5<sup>th</sup> day of June, 1991.

(5) The merger of SCC Telecommunications, Inc. and Briar Joy Development Corporation was authorized in respect to SCC Telecommunications, Inc., a constituent corporation, by the vote of the sole holder of its capital stock on September 18, 1997.

The merger of SCC Telecommunications, Inc. and Briar Joy Development Corporation was authorized in respect to Briar Joy Development Corporation, a constituent corporation, by resolution of the Board of Directors of Briar Joy Development Corporation on September 18, 1997 and by a vote of holders of at least two-thirds of the outstanding shares of capital stock of Briar Joy Development Corporation present and voting at a special meeting of shareholders duly called, noticed, and held in accordance with §003 of the Business Corporation Law, on September 29, 1997, where the affirmative votes were cast with respect to shares which constituted not less than a quorum.

IN WITNESS WHEREOF, the undersigned have executed and signed this Certificate on this 30th day of September, 1997 and affirm that the statements made herein are true under the penalties of perjury.

**BRIAR JOY DEVELOPMENT CORPORATION**

By: Frank S. Caruso, Jr.  
Frank S. Caruso, Jr., President

By: Andrea V. Osborne  
Andrea Osborne, Secretary

**SCC TELECOMMUNICATIONS, INC.**

By: Vern M. Kennedy  
Vern M. Kennedy, President

By: Terrence J. Anderson  
Terrence J. Anderson, Secretary

CSC 45

CSC 45

80421000

CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION  
OF

SCC TELECOMMUNICATIONS, INC.

Under Section 805 of the Business Corporation Law

APR 21 3 19 PM '98

FILED

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED APR 21 1998

TAX \$

BY:

DUQUETTE & TIPTON I LP  
405 Lexington Avenue  
New York, NY 10174

787715 mcl

3

BILLED

80421000

CSC 45

80421000

CSC 45

**CERTIFICATE OF AMENDMENT OF THE  
CERTIFICATE OF INCORPORATION  
OF  
SCC TELECOMMUNICATIONS, INC.**

**Under Section 805 of the Business Corporation Law**

The undersigned, Vern M. Kennedy, President, and Terrence J. Anderson, Secretary, of SCC Telecommunications, Inc., a corporation organized and existing under the laws of the State of New York (the "Corporation"), do hereby certify as follows:

**FIRST:** The name of the Corporation is SCC Telecommunications, Inc. The name under which the Corporation was formed is Briar Joy Development Corporation.

**SECOND:** The Certificate of Incorporation of the Corporation (the "Certificate") was originally filed in the Office of the Secretary of State of the State of New York on June 5, 1991.

**THIRD:** The amendment of the Certificate effected by this certificate is as follows: to change the name of the Corporation.

**FOURTH:** To accomplish the foregoing amendment, Article FIRST of the Certificate relating to the name of the Corporation is hereby amended to read as follows:

*"The name of the Corporation is Community Networks, Inc."*

**FIFTH:** This Certificate of Amendment was duly adopted in accordance with the provisions of Sections 615, 708 and 805 of the Business Corporation Law of the State of New York, to wit, by a unanimous written consent of the directors of the Corporation, followed by the written consent of the sole shareholder of the Corporation.

Duquette & Tipton LLP

212 687 2835

04/20 '98 10:35 NO.032 03/03

IN WITNESS WHEREOF, the undersigned have hereunto signed their names and do verify and affirm, under penalty of perjury, that the statements contained herein are true and correct and that this Certificate of Amendment is the act and deed of the Corporation as of this 16<sup>th</sup> day of April, 1998.

By:

  
Vern M. Kennedy, President

By:

  
Terrance J. Anderson, Secretary



OCT-05-1999 83135

C.T. CORP. SYSTEM

212 315 2751

991006000688

CT-07

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
COMMUNITY NETWORKS, INC.  
UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

MAYER BROWN & PLATT  
1675 BROADWAY  
NEW YORK, NY 10019

OCT 6 3 56 PM '99

FILED

RECEIVED  
OCT 6 3 47 PM '99

100  
STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED OCT 0 6 1999

TAXS

BY: Timb

St Lawrence

3

991006000 727

TOTAL P. 04

CT-07

F 991006000688

**CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF  
COMMUNITY NETWORKS, INC.**

**Under Section 803 of the New York Business Corporation Law**

The undersigned, Vern M. Kennedy, President, and Terrence J. Anderson, Secretary, of COMMUNITY NETWORKS, INC., a New York corporation (the "Corporation"), hereby certify as follows:

1. The name of the Corporation is Community Networks, Inc. The name under which the Corporation was formed is Briar Joy Development Corporation.
2. The Certificate of Incorporation of the Corporation (the "Certificate of Incorporation") was originally filed in the Office of the Secretary of State of the State of New York on June 5, 1991.
3. The Certificate of Incorporation is hereby amended to change the name of the Corporation to Broadview Networks, Inc. by deleting Article FIRST in its entirety and replacing it with the following:  

**FIRST:** The name of the Corporation is Broadview Networks, Inc.
4. The foregoing amendment was duly authorized pursuant to Sections 615, 708 and 803(a) of the New York Business Corporation Law, to wit, by a unanimous written consent of the directors of the corporation, followed by the written consent of the sole shareholder of the Corporation.

05-1999 03135

C.T. CORP. SYSTEM

212 315 2789 P103/04

IN WITNESS WHEREOF, the undersigned have hereunto signed their names and do verify and affirm, under penalty of perjury, that the statements contained herein are true and correct and that this Certificate of Amendment is the act and deed of the Corporation as of this 5th day of October, 1999.

By: /s/ Vern M. Kennedy  
Name: Vern M. Kennedy  
Title: President

By: /s/ Terrence J. Anderson  
Name: Terrence J. Anderson  
Title: Secretary

Exhibit IV:       BROADVIEW Networks' Certificate of Authority to  
Transact Business in the State of Illinois.

See Attached